



**北控水務集團有限公司**

BEIJING ENTERPRISES WATER GROUP LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 371)**

(the “Company”)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE  
A PERSON FOR ELECTION AS A DIRECTOR**

**A. Proposal at the Annual General Meeting of the Company (“AGM”) or the Special General Meeting of the Company (“SGM”) which is to be held**

If a shareholder of the Company wishes to propose a person, other than a retiring director of the Company or a person recommended by the directors of the Company (“Directors”), for election as a director of the Company at the AGM/SGM which is to be held, such shareholder, who is duly qualified to attend and vote at such general meeting, shall follow the procedures as set out below which are required in accordance with the byelaws of the Company (“Byelaws”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”)(“Listing Rules”).

1. A Shareholder shall validly serve on the secretary of the Company (“Company Secretary”) the following documents, namely:
  - (a) his/her written and signed notice of intention to propose a resolution in respect of a person for election as a director of the Company at the AGM/SGM; and
  - (b) a notice executed and signed by the person to be proposed of his/her willingness to be elected together with:
    - (i) his/her information as required to be disclosed under Rule 13.51(2) of the Listing Rules and such other information that he/she intends to be brought to the attention of the shareholders of the Company;
    - (ii) his/her written consent to the publication of his/her foregoing information; and
    - (iii) his/her contact details.
2. The foregoing documents shall be lodged at the Company’s head office and principal place of business as follows:

Rooms 6706-07, 67th Floor, Central Plaza,  
18 Harbour Road,  
Wanchai,  
Hong Kong
3. The period for lodgment of the foregoing notices required under the Byelaws shall commence on the day after the despatch of the notice of the AGM/SGM appointed for such election and end no later than 7 days prior to the date of the AGM/SGM and such period shall be at least 7 days.

4. If the foregoing notices shall be received less than 10 business days prior to the date of such AGM/SGM, the Company needs to consider the adjournment of such AGM/SGM in order to allow shareholders of the Company 14 days' notice (the notice period must include 10 business days) of the proposal.
5. The foregoing notice of nomination will be verified by the Company's branch share registrar in Hong Kong ("Branch Share Registrar"). Such shareholder proposing a person shall not be the candidate. Upon confirmation from Branch Share Registrar, the Company Secretary will present to the board of Directors for their approval on the inclusion of the proposed resolutions in the AGM/SGM.

#### **B. Requirement for the holdings of SGM**

The Directors shall on the requisition of shareholders of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at the SGM, forthwith proceed duly to convene the SGM ("Requisition"). The Requisition, which may consist of several documents in like form each signed by one or more requisitionists, must state the purposes of the SGM (including but not limited to nominate a person for election as a director of the Company at the SGM).

If a requisitionist wishes to propose a person for election as a director of the Company at the SGM, such requisitionist, who is duly qualified to the Requisition, shall follow the same procedures as foregoing clauses 1 to 5 which are required in accordance with the Byelaws and Listing Rules.

If the Directors do not within 21 days from the date of the desposit of the Requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the aforesaid date of the deposit of the Requisition.